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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
 et al., :
 :
 Debtors. : Jointly Administered
 - - - - - x

**ORDER ON DEBTORS' FIFTY-EIGHTH OMNIBUS OBJECTION
 TO CLAIMS (RECLASSIFICATION OF CERTAIN MISCLASSIFIED
CLAIMS TO GENERAL UNSECURED, NON-PRIORITY CLAIMS)**

THIS MATTER having come before the Court on the
 Debtors' Fifty-Eighth Omnibus Objection to Claims
 (Reclassification of Certain Misclassified Claims to General
 Unsecured, Non-Priority Claims) (the "Objection"), which
 requested, among other things, that the claims specifically

identified on Exhibit C attached to the Objection be reclassified into general unsecured, non-priority claims for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that certain Claimants filed a response to the Objection; and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are reclassified in their entirety to general unsecured, non-priority claims.
3. The status hearing on the Objection to the claims identified on Exhibit B as attached hereto and incorporated herein is hereby adjourned to January 14, 2010, at 2:00 p.m. (Eastern) or until such later time as agreed by the parties.

4. The Debtors' rights to object to any claim, including (without limitation) the Claims, on any grounds that applicable law permits are not waived and are expressly reserved.

5. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2009

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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(804) 775-1000

Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

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EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 7596 Date Filed: 01/29/2009 Docketed Total: \$28,120.94 Filing Creditor Name and Address: ARROWPOINT FACILITY SERVICES INC PO BOX 2613 WEATHERFORD, TX 76086	Claim Holder Name and Address ARROWPOINT FACILITY SERVICES INC PO BOX 2613 WEATHERFORD, TX 76086 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$920.22 \$27,200.72	Case Number: 08-35653 Modified Total: \$28,120.94 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$28,120.94
Claim: 7895 Date Filed: 01/29/2009 Docketed Total: \$733.32 Filing Creditor Name and Address: COLE, JOHN MATTHEW 120 GOUDY DR RIPLEY, MS 38663	Claim Holder Name and Address COLE, JOHN MATTHEW 120 GOUDY DR RIPLEY, MS 38663 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$733.32	Case Number: 08-35653 Modified Total: \$733.32 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$733.32
Claim: 8110 Date Filed: 01/29/2009 Docketed Total: \$10,000.00 Filing Creditor Name and Address: GEISENDORFF, FREDERIC 220 MILL CT COVINGTON, LA 70435	Claim Holder Name and Address GEISENDORFF, FREDERIC 220 MILL CT COVINGTON, LA 70435 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$10,000.00	Case Number: 08-35653 Modified Total: \$10,000.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$10,000.00
Claim: 7581 Date Filed: 01/29/2009 Docketed Total: \$2,042.90 Filing Creditor Name and Address: GEORGE, PHILIP 25 MCWILLIAMS PL UNIT 402 JERSEY CITY, NJ 07302	Claim Holder Name and Address GEORGE, PHILIP 25 MCWILLIAMS PL UNIT 402 JERSEY CITY, NJ 07302 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$2,042.90	Case Number: 08-35653 Modified Total: \$2,042.90 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$2,042.90

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 13255 Date Filed: 06/01/2009 Docketed Total: \$577.00 Filing Creditor Name and Address: HADDAD RALPH 22763 E DAVIES DR AURORA, CO 80016</p>	<p>Claim Holder Name and Address Case Number: 08-35654 Docketed Total: \$577.00 HADDAD RALPH 22763 E DAVIES DR AURORA, CO 80016</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$577.00</p>	<p>Case Number: 08-35654 Modified Total: \$577.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$577.00</p>
<p>Claim: 898 Date Filed: 12/03/2008 Docketed Total: \$5,724.96 Filing Creditor Name and Address: HEARTLAND MECHANICAL CONTRACTORS INC 511 HEALTH DEPT RD MURPHYSBORO, IL 62966</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$5,724.96 HEARTLAND MECHANICAL CONTRACTORS INC 511 HEALTH DEPT RD MURPHYSBORO, IL 62966</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,904.32 \$3,820.64</p>	<p>Case Number: 08-35653 Modified Total: \$5,724.96</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$5,724.96</p>
<p>Claim: 6004 Date Filed: 01/27/2009 Docketed Total: \$72,340.22 Filing Creditor Name and Address: KING & SPALDING LLP 1180 PEACHTREE ST ATLANTA, GA 30309</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$72,340.22 KING & SPALDING LLP 1180 PEACHTREE ST ATLANTA, GA 30309</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$72,340.22</p>	<p>Case Number: 08-35653 Modified Total: \$72,340.22</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$72,340.22</p>
<p>Claim: 13324 Date Filed: 06/11/2009 Docketed Total: \$97,277.25 Filing Creditor Name and Address: KING COUNTY TREASURY OPERATIONS KING COUNTY ADMINISTRATION BLDG 500 FOURTH AVE ROOM NO 600 SEATTLE, WA 98104-2387</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$97,277.25 KING COUNTY TREASURY OPERATIONS KING COUNTY ADMINISTRATION BLDG 500 FOURTH AVE ROOM NO 600 SEATTLE, WA 98104-2387</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$97,277.25</p>	<p>Case Number: 08-35653 Modified Total: \$97,277.25</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$97,277.25</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14559 Date Filed: 08/24/2009 Docketed Total: \$757.02 Filing Creditor Name and Address: MIGUEL A MALENA 5531 69TH ST NO 2 MASPETH, NY 11378</p>	<p>Claim Holder Name and Address Case Number: 08-35653 MIGUEL A MALENA Docketed Total: \$757.02 5531 69TH ST NO 2 MASPETH, NY 11378</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$757.02</p>	<p>Case Number: 08-35653 Modified Total: \$757.02</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$757.02</p>
<p>Claim: 1379 Date Filed: 12/19/2008 Docketed Total: \$7,265.00 Filing Creditor Name and Address: PRESS PLAY HOME ENTERTAINMENT LLC PO BOX 605 DUANESBURG, NY 12056</p>	<p>Claim Holder Name and Address Case Number: 08-35653 PRESS PLAY HOME Docketed Total: \$7,265.00 ENTERTAINMENT LLC PO BOX 605 DUANESBURG, NY 12056</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,265.00</p>	<p>Case Number: 08-35653 Modified Total: \$7,265.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,265.00</p>
<p>Claim: 1833 Date Filed: 12/22/2008 Docketed Total: \$114,559.45 Filing Creditor Name and Address: RETAIL MDS INC 2909 SUNSET AVE NORRISTOWN, PA 19403</p>	<p>Claim Holder Name and Address Case Number: 08-35653 RETAIL MDS INC Docketed Total: \$114,559.45 2909 SUNSET AVE NORRISTOWN, PA 19403</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,454.24 \$113,105.21</p>	<p>Case Number: 08-35653 Modified Total: \$114,559.45</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$114,559.45</p>
<p>Claim: 14602 Date Filed: 08/21/2009 Docketed Total: \$47,038.06 Filing Creditor Name and Address: SAFETY AND SECURITY SERVICES INC 416 NW 16TH ST OKLAHOMA CITY, OK 73102</p>	<p>Claim Holder Name and Address Case Number: 08-35653 SAFETY AND SECURITY SERVICES INC Docketed Total: \$47,038.06 416 NW 16TH ST OKLAHOMA CITY, OK 73102</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$47,038.06</p>	<p>Case Number: 08-35653 Modified Total: \$47,038.06</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$47,038.06</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 1817 Date Filed: 12/22/2008 Docketed Total: \$140,181.32 Filing Creditor Name and Address: SYNIGENT TECHNOLOGIES INC 4435 WATERFRONT DR STE 202 GLEN ALLEN, VA 23060</p>	<p>Claim Holder Name and Address Case Number: 08-35653 SYNIGENT TECHNOLOGIES INC Docketed Total: \$140,181.32 4435 WATERFRONT DR STE 202 GLEN ALLEN, VA 23060</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$10,950.00 \$129,231.32</p>	<p>Case Number: 08-35653 Modified Total: \$140,181.32</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$140,181.32</p>
<p>Claim: 8243 Date Filed: 01/29/2009 Docketed Total: \$1,933.05 Filing Creditor Name and Address: TAPP IVAN J 1379 FELTON WAY PLUMAS LAKE, CA 95961</p>	<p>Claim Holder Name and Address Case Number: 08-35654 TAPP, IVAN J Docketed Total: \$1,933.05 1379 FELTON WAY PLUMAS LAKE, CA 95961</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,933.05</p>	<p>Case Number: 08-35654 Modified Total: \$1,933.05</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,933.05</p>
<p>Claim: 13838 Date Filed: 06/29/2009 Docketed Total: \$14,799.98 Filing Creditor Name and Address: THE ADVOCATE OFFICE OF GENERAL COUNSEL HEARST CORP 300 W 57TH ST 40TH FL NEW YORK, NY 10019</p>	<p>Claim Holder Name and Address Case Number: 08-35653 THE ADVOCATE Docketed Total: \$14,799.98 OFFICE OF GENERAL COUNSEL HEARST CORP 300 W 57TH ST 40TH FL NEW YORK, NY 10019</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$14,799.98</p>	<p>Case Number: 08-35653 Modified Total: \$14,799.98</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$14,799.98</p>
<p>Claim: 5390 Date Filed: 01/26/2009 Docketed Total: \$3,588.00 Filing Creditor Name and Address: US PEST CONTROL PO BOX 350 HIGHLAND SPRINGS, VA 23075</p>	<p>Claim Holder Name and Address Case Number: 08-35653 US PEST CONTROL Docketed Total: \$3,588.00 PO BOX 350 HIGHLAND SPRINGS, VA 23075</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$3,588.00</p>	<p>Case Number: 08-35653 Modified Total: \$3,588.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$3,588.00</p>
		<p>Total Claims To Be Modified: 16</p> <p>Total Amount As Docketed: \$546,938.47</p> <p>Total Amount As Modified: \$546,938.47</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT B

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 9584 Date Filed: 01/30/2009 Docketed Total: \$1,749,707.14 Filing Creditor Name and Address: JAMES H WIMMER JR 12928 CHURCH RD RICHMOND, VA 23233</p>	<p>Claim Holder Name and Address Case Number: 08-35653</p> <p>WIMMER JR, JAMES H Docketed Total: \$1,749,707.14</p> <p>RICHMOND, VA 23233</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$107,500.00 \$1,642,207.14</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$1,749,707.14</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,749,707.14</p>
<p>Claim: 7786 Date Filed: 01/29/2009 Docketed Total: \$1,046,083.00 Filing Creditor Name and Address: KELLY BREITENBECHER SANDS ANDERSON MARKS & MILLER PC PO BOX 1998 RICHMOND, VA 23218-1998</p>	<p>Claim Holder Name and Address Case Number: 08-35653</p> <p>KELLY BREITENBECHER Docketed Total: \$1,046,083.00</p> <p>SANDS ANDERSON MARKS & MILLER PC PO BOX 1998 RICHMOND, VA 23218-1998</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$300,000.00 \$746,083.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$1,046,083.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,046,083.00</p>
<p>Claim: 9544 Date Filed: 01/30/2009 Docketed Total: \$0.00 Filing Creditor Name and Address: SANDISK CORPORATION OMELVENY & MYERS LLP 2 EMBARCADERO CENTER 28TH FL SAN FRANCISCO, CA 94111-3823</p>	<p>Claim Holder Name and Address Case Number: 08-35653</p> <p>SANDISK CORPORATION Docketed Total: UNL</p> <p>OMELVENY & MYERS LLP 2 EMBARCADERO CENTER 28TH FL SAN FRANCISCO, CA 94111-3823</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$0.00 UNL UNL</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$0.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$0.00 UNL UNL</p>
<p>Claim: 9227 Date Filed: 01/30/2009 Docketed Total: \$8,233.56 Filing Creditor Name and Address: SNELL ACOUSTICS 300 JUBILEE DR PEABODY, MA 01960</p>	<p>Claim Holder Name and Address Case Number: 08-35653</p> <p>SNELL ACOUSTICS Docketed Total: \$8,233.56</p> <p>300 JUBILEE DR PEABODY, MA 01960</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$2,166.39 \$6,067.17</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$8,233.56</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$8,233.56</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT B

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 5836 Date Filed: 01/26/2009 Docketed Total: \$2,019,596.68 Filing Creditor Name and Address: THQ INC JEFFER MANGELS BUTLER & MARMARO LLP 1900 AVE OF THE STARS 7TH FL LOS ANGELES, CA 90067	Claim Holder Name and Address THQ INC JEFFER MANGELS BUTLER & MARMARO LLP 1900 AVE OF THE STARS 7TH FL LOS ANGELES, CA 90067 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$0.00 \$2,019,596.68	Case Number: 08-35653 Modified Total: \$2,019,596.68 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$0.00 \$2,019,596.68
Claim: 11271 Date Filed: 02/06/2009 Docketed Total: \$14,368,903.70 Filing Creditor Name and Address: WEIDLER SETTLEMENT CLASS WHITEFORD TAYLOR & PRESTON LLP 3190 FAIRVIEW PARK VIEW STE 300 FALLS CHURCH, VA 22042	Claim Holder Name and Address WEIDLER SETTLEMENT CLASS WHITEFORD TAYLOR & PRESTON LLP 3190 FAIRVIEW PARK VIEW STE 300 FALLS CHURCH, VA 22042 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$6,005,700.00 \$8,363,203.70	Case Number: 08-35653 Modified Total: \$14,368,903.70 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$14,368,903.70
		Total Claims To Be Modified: 6 Total Amount As Docketed: \$19,192,524.08 Total Amount As Modified: \$19,192,524.08

* "UNL" denotes an unliquidated claim.